

David E. Potter (DP-9473)
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Attorney for Residential Capital, LLC, GMAC-RFC Holding Company, LLC, Residential Funding Company, LLC, Ally Securities, LLC, Residential Asset Mortgage Products, Inc., Residential Asset Securities Corporation, and Residential Accredit Loans, Inc.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
FEDERAL HOUSING FINANCE AGENCY, AS	:
CONSERVATOR FOR THE FEDERAL HOME	:
LOAN MORTGAGE CORPORATION,	:
	:
Plaintiff,	:
	:
-against-	:
	:
ALLY FINANCIAL INC. f/k/a GMAC, LLC et al.,	:
	:
Defendants.	:
-----X	

Case No.: 11-CV-7010 (DLC)

ECF CASE

**MOTION TO ADMIT
PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, David E. Potter, a member in good standing of the bar of this Court, hereby moves for an Order allowing the admission pro hac vice of:

Jeffrey A. Lipps
Carpenter Lipps & Leland LLP
280 Plaza, Suite 1300
280 North High Street
Columbus, Ohio 43215

Jeffrey A. Lipps is a member in good standing of the Bar of the State of Ohio and there are no pending disciplinary proceedings against Jeffrey A. Lipps in any state or federal court.

Dated: New York, New York
March 13, 2012

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "David E. Potter", is written over a horizontal line.

David E. Potter (DP-9473)
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Attorneys for Defendants Residential Capital, LLC,
GMAC-RFC Holding Company, LLC, Residential
Funding Company, LLC, Ally Securities, LLC,
Residential Asset Mortgage Products, Inc.,
Residential Asset Securities Corporation, and
Residential Accredit Loans, Inc.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL HOME
LOAN MORTGAGE CORPORATION,

Plaintiff,

-against-

ALLY FINANCIAL INC. f/k/a GMAC, LLC et al.,

Defendants.
-----X

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**DECLARATION OF DAVID E. POTTER IN
SUPPORT OF MOTION TO ADMIT COUNSEL *PRO HAC VICE***

I, David E. Potter, hereby declare as follows:

1. I am a member of the law firm of Lazare Potter & Giacovas LLP, counsel for defendants Residential Capital, LLC, GMAC-RFC Holding Company, LLC, Residential Funding Company, LLC, Ally Securities, LLC, Residential Asset Mortgage Products, Inc., Residential Asset Securities Corporation, and Residential Accredit Loans, Inc. ("RALI Defendants") in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the motion to admit Jeffrey A. Lipps as counsel *pro hac vice* to represent the RALI Defendants in this matter.

2. I am a member in good standing of the bar of the State of New York and was admitted to practice law in January 1987. I am also admitted to the bar of the United States District Court for the Southern District of New York and am in good standing with this Court.

3. I will to act as local counsel for Jeffrey A. Lipps.


4. Jeffrey A. Lipps is a member in good standing of the Bar of the State of Ohio and has not been the subject of any disciplinary action by the Bar or Court of any jurisdiction. See Certificate of Good Standing attached hereto as exhibit A. He is a partner at the law firm of Carpenter Lipps & Leland LLP, 280 Plaza, Suite 1300, 280 North High Street, Columbus, Ohio 43215.

5. Mr. Lipps is an experienced Federal practitioner and is familiar with the Federal Rules of Civil Procedure. He is admitted to practice law in the federal courts of the United States District Court for the Southern and Northern Districts of Ohio and the United States Court of Appeals for the Third, Fourth, Sixth and Seventh Circuits.

6. For the foregoing reasons, it is respectfully requested that Jeffrey A. Lipps be admitted *pro hac vice* to the United States District Court for the Southern District of New York for purposes of this action. A Proposed Order is attached hereto as exhibit B.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: March 13, 2012



David E. Potter (DP-9473)

EXHIBIT A

The Supreme Court of Ohio

C E R T I F I C A T E

I, SUSAN B. CHRISTOFF, Director of the Attorney Services Division of the Supreme Court of Ohio, do hereby certify that I am the custodian of the records of the Office of Attorney Services of the Supreme Court and that the Attorney Services Division is responsible for reviewing Court records to determine the status of Ohio attorneys. I further certify that, having fulfilled all of the requirements for admission to the practice of law in Ohio,

Jeffrey Alan Lipps

was admitted to the practice of law in Ohio on November 06, 1981; has registered as an active attorney pursuant to the Supreme Court Rules for the Government of the Bar of Ohio; is in good standing with the Supreme Court of Ohio; and is entitled to practice law in this state.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed the seal of the Supreme Court, this 23rd day of February, 2012.

SUSAN B. CHRISTOFF

Director, Attorney Services Division



Attorney Services Specialist

EXHIBIT B

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL HOME
LOAN MORTGAGE CORPORATION, :

Plaintiff, :

-against- :

ALLY FINANCIAL INC. f/k/a GMAC, LLC et al., :

Defendants. :
-----X

Case No.: 11-CV-7010 (DLC)

ECF CASE

[PROPOSED] ORDER FOR ADMISSION *PRO HAC VICE*

Upon the motion of David E. Potter, attorney for defendants Residential Capital, LLC, GMAC-RFC Holding Company, LLC, Residential Funding Company, LLC, Ally Securities, LLC, Residential Asset Mortgage Products, Inc., Residential Asset Securities Corporation, and Residential Accredit Loans, Inc. and David E. Potter's declaration in support, **IT IS HEREBY ORDERED THAT**

Jeffrey A. Lipps
Carpenter Lipps & Leland LLP
280 Plaza, Suite 1300
280 North High Street
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(614) 365-4100 (Telephone)
(614) 365-9145 (Facsimile)
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is admitted to practice *pro hac vice* as counsel in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing

before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

Dated: _____, 2012

Hon. Denise L. Cote
United States District Judge

CERTIFICATE OF SERVICE

I, David E. Potter, hereby certify that on March 13, 2012, I caused true and correct copies of the Motion to Admit *Pro Hac Vice* to be served via electronic mail on all counsel of record in this case.


David E. Potter (DP-9473)